## **EXHIBIT A**

Exhibit A Entered 01/07/08-19:26:42 of 11 2

11/11/97

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**EFFECTIVE** 11/05/97 Z NUMBER

NUMBER MUST APPEAR ON ALL INVOICES, PACKAGES, PACKING SLIPS, AND BILLS OF LADING. THIS PURCHASE ORDER

ISSUE DATE REV. NO.

> Ϊ F.O.B. POINT GRAND BLANC

1998 MODEL YEAR

PURCHASE ORDER

AUTOMOTIVE COMPONENTS GROUP WORLDWIDE

GENERAL MOTORS CORPORATION
PLEASE REFERENCE
CLAUSES FOR RETURN
ADDRESS INFORMATION

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SHAPPORNS

REQUIREMENTS CONTRACT REVISION ADD PART NUMBER 25160694 TO CONTRACT O2 FACTORY ASSIST

PO/REV NOTES:

\$ 1.86 HAS BEEN ESTABLISHED AND REPRESENTS AN PRICE

ESTIMATE BASED ON AN AVERAGE MATERIAL PRICE.
APPROPRIATE ADJUSTMENT WILL BE MADE TO PIECE PRICE, DEPENDING ON FINAL DECISION TO CONSIGN MATERIAL OR ALLOW UNTECH TO PURCHASE DIRECT.
LYNN ARENS 11-5-97

THE NAO DISBURSEMENT CENTER WILL GENERATE PAYMENT FOR MATERIAL SHIPMENTS FOR PART NUMBERS DETAILED ON YOUR GM CONTRACT AT THE CURRENT CONTRACT UNIT PRICE. ACI

PO/REV CLAUSES:

TO FACILITATE PAYMENT YOU MUST ADHERE TO THE FOLLOWING GUIDELINES:

SLIPS MUST BE ATTACHED TO EACH SHIPMENT AND INCLUDE THE PACKING

DELPHI ENERGY & ENGINE MGT SYSTEMS P.O. NUMBER PROVIDED BY FOLLOWING DETAIL

DESCRIPTION OF ITEM SHIPPED GM PART NUMBER ASSIGNED

SHIPPING IDENTIFICATION NUMBER

- A UNIQUE PACKING SLIP OR

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, APPROXIMATELY THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED ITEMS FOR THE MODEL YEAR SHOWN. PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL RELEASE AGAINST PURCHASE ORDER, OR D889 REV. 4-75, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES AND SHIPPING INSTRUCTIONS,

TAX INFORMATION:

NU TECH PLASTICS ENGINEERING JOHN MAILEY-PRESIDENT

8018 EMBURY ROAD GRAND BLANC

48439

TRENIA A. TURNER CFF BUYER

ACKNOWLEDGED BY

DATE

GENERAL MOTORS CORPORATION PLEASE REFERENCE CLAUSES FOR RETURN ADDRESS INFORMATION

PURCHASE ORDER

ALL INVOICES, PACKAGES, PACKING SLIPS, NUMBER MUST APPEAR ON THIS PURCHASE ORDER AND BILLS OF LADING.

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EFFECTIVE DATE 11/17/97

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REVISION

ACI PO/REV CLAUSES:

SHIP FROM DUN AND BRADSTREET NUMBER INVOICE NUMBER FOR EACH SHIPMENT

DO NOT SEND INVOICES FOR MATERIAL (PRODUCT) SHIPMENTS. THE MATERIAL SHIPPED WILL BE PAID UNDER THE EVALUATED "PRICED" RECEIPT STRATEGY THE PACKING SLIP NUMBER USED TO IDENTIFY THE SHIPMENT MUST BE A NUMBER YOUR RECEIVABLES CAN USE TO IDENTIFY PAYMENT DN YOUR REMITTANCE ADVICE. OF NAO DISBURSEMENTS.

PHONE CALLS REGARDING QUANTITY DISCREPANCIES MUST BE DIRECTED TO THE REQUISITIONER.

PHONE CALLS REGARDING PRICE DISCREPANCIES MUST BE DIRECTED TO THE BUYER.

A MONTHLY STATEMENT IS REQUIRED TO BE SENT TO NAD DISBURSEMENTS:

NAO DISBURSEMENTS DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS PO BOX 436037 PONTIAC MI 48343-6037

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, RELEASE AGAINST PURCHASE ORDER, OR D669 REV. 4-75, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS. PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL

TAX INFORMATION:

BUYER

CFF TRENIA A. TURNER

DATE

ACKNOWLEDGED BY

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GENERAL MOTORS CORPORATION
PLEASE REFERENCE
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PURCHASE ORDER

NUMBER MUST APPEAR ON ALL INVOICES, PACKAGES, PACKING SLIPS, AND BILLS OF LADING

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REQUIREMENTS CONTRACT REVISION

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ON THE CONTRACT ARE FREIGHT MUST BE SENT COLLECT UNLESS NAO DISBURSEMENTS WILL NOT PAYMENTS DIRECT TO THE SUPPLIER FOB TERMS COMMON CARRIER CHARGES NOTED ON THE CONTRACT

UPS "CONSIGNEE BILLING", QUESTIONS SHOULD BE DIRECTED TO UPS BY PHONING 1-800-354-7527. PLEASE HAVE YOUR INDIVIDUAL LOCATION UPS SHIPPER ACCOUNT NUMBER READY WHEN CALLING:

CALL (800) 436-6668 FOR TRANSPORTATION ROUTING INSTRUCTIONS FOR DELPHI ENERGY AND ENGINE MANAGEMENT SYSTEMS SHIPMENTS. THIS SUPERCEDES ANY PREVIOUS ROUTING INSTRUCTION ISSUED.

AND TRANSACTION SETS DEFINED BY THE GENERAL MOTORS CUSTOMER FOR EACH SELLER SHALL DEMONSTRATE THAT SELLER HAS THE ABILITY TO RECEIVE AND PROCESS ORDERS, FORECASTS, PLANNING AND SHIPPING INFORMATION FOR GENERAL MOTORS AND THEIR CUSTOMERS AND SUPPLIERS, USING EDI AS THE METHOD FOR COMMUNICATION USING ANSI X12 STANDARDS FOR TRANSMISSIONS

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, RELEASE AGAINST THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED ITEMS FOR THE MODEL YEAR SHOWN.
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REQUIREMENTS CONTRACT REVISION

GENERATE THE GM 1724, LABEL USING INFORMATION TRANSMITTED IN THE AIAG ANSI X-12, 862 TRANSACTION SET. SELLER SHALL ALSO DEMONSTRATE THE ABIILITY EDI APPLICATION. AED

PD/REV CLAUSES:

SELLER SHALL PROVIDE COMMON BAR CODED SHIPPING LABELS AS THE MEANS TO IDENTIFY GOODS FOR SHIPMENT AS DEFINED IN THE "GM 1724 GENERAL MOTORS SHIPPING PARTS IDENTIFICATION LABEL STANDARDS", PUBLISHED BY THE SUPPLIER QUALITY ADMINISTRATION, GENERAL MOTORS WORLDWIDE **PURCHASING** 

CAP

INVOICE TO ADDRESS:

NAO DISBURSEMENTS DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS

PONTIAC MI 48343-6037 PO BOX 436037

CLAUSE CFL - CORPORATE FORCED LABOR & QUALITY CLAUSE: SELLER REPRESENTS THAT GOODS PURCHASED UNDER THIS ORDER WERE NOT PRODUCED WITH FORCED LABOR (AS DEFINED IN 19 U.S.C. 1307) EITHER GFL

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, APPROXIMATELY THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED ITEMS FOR THE MODEL YEAR SHOWN.

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GENERAL MOTORS CORPORATION ADDRESS INFORMATION PLEASE REFERENCE CLAUSES FOR RETURN

PURCHASE ORDER

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REQUIREMENTS CONTRACT REVISION

BY SELLER OR SELLER'S SUPPLIERS. SELLER SHALL INDEMNIFY BUYER AGAINST ANY LIABILITY BUYER MAY INCUR IF THIS REPRESENTATION IS CFL PO/REV CLAUSES:

INCORRECT

DEVELOPMENT PROGRAM(S). IN ADDITION, SELLER SHALL COMPLY WITH ALL QUALITY REQUIREMENTS AND PROCEDURES SPECIFIED BY BUYER, AS THE SAME MAY BE REVISED FROM TIME TO TIME, INCLUDING THOSE APPLICABLE TO SELLER AS SET FORTH IN "QUALITY SYSTEM REQUIREMENTS SELLER AGREES TO PARTICIPATE IN BUYER'S SUPPLIER QUALITY AND

GOVERNING LAW: THIS AGREEMENT AND ALL TRANSACTIONS CONTEMPLATED HEREUNDER SHALL BE GOVERNED, CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF MICHIGAN, UNITED STATES OF AMERICA BUT NOT INCLUDING THE UNITED NATIONS CONVENTION ON CONTRACTS FOR INTERNATIONAL SALES OF GOODS. ANY DISPUTES ARISING UNDER THIS AGREEMENT SHALL BE SUBJECT TO THE EXCLUSIVE JURISDICTION OF THE FEDERAL OR STATE COURTS LOCATED IN THE STATE OF MICHIGAN

AT BUYER'S REQUEST SELLER, AND ANY GODDS AND SERVICES SUPPLIED BY SELLER, SHALL BE YEAR 2000 COMPLIANT AND COMPATIBLE, AND SHALL FUNCTION WITHOUT ERROR OR FAULT IN THE PROCESSING (INCLUDING, BUT NOT LIMITED TO CALCULATING, COMPARING, AND SEQUENCING) OF DATE AND DATE-RELATED DATA, FOR THE YEARS 2000 AND BEYOND. MANAGING, MANIPULATING,

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF. APPROXIMATELY THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED ITEMS FOR THE MODEL YEAR SHOWN.
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AUTOMOTIVE COMPONENTS GROUP WORLDWIDE

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11/17/97 DATE Z NUMBER BHBC F.O.B. TERMS COLLECT 1998 MODEL YEAR PURCHASE ORDER Ξ F.O.B. POINT GRAND BLANC GENERAL MOTORS CORPORATION
PLEASE REFERENCE
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REQUIREMENTS CONTRACT REVISION

25TH PROX

STATES

SELLER SHALL CERTIFY IN WRITING ITS COMPLIANCE WITH THE FOREGOING. CFL PO/REV CLAUSES:

GM BUYER RESERVES THE RIGHT TO AUDIT ALL PERTINENT DOCUMENTS RELATING TO THE GOODS OR SERVICES COVERED BY THIS PURCHASE ORDER AND IF REQUESTED BY BUYER, SELLER SHALL PROVIDE SUCH DOCUMENTATION CTB (RIGHT TO AUDIT)

PROMPTLY.

REQUIRED. THE FOLLOWING C4 QUIDELINES SHOULD BE USED IN CONJUNCTION WITH THE GM SUPPLIER C4 INFORMATION BOOKLET (GM-1825), AS WELL AS ANY RELATED STATEMENTS OF WORK, STATEMENTS OF REQUIREMENTS, OR OTHER SPECIFICATIONS DOCUMENTS GOVERNING THE USE OF C4 AND MATH DATA FOR IF MATH DATA IS TO BE UTILIZED FOR THIS ORDER, C4 COMPLIANCE IS REQUIRED. THE FOLLOWING C4 GUIDELINES SHOULD BE USED IN CONJUNCTION C40

THIS ORDER

BUYER'S PREFERENCE IS TO PROVIDE ALL MATH DATA TRANSMISSIONS TO SELLER IN THE NATIVE FILE FORMAT OF BUYER'S MATH DATA MASTER. IF NON-STRATEGIC SOFTWARE IS USED, SELLER ASSUMES ALL COSTS ASSOCIATED IT MUST BE DATABANKED IN THE NATIVE FILE FORMAT OF THE MATH DATA WITH ADDITIONAL TRANSLATIONS. MASTER

SELLER IS RESPONSIBLE FOR THE INSPECTION AND VERIFICATION OF PARTS TO THE BUYER'S MATH DATA MASTER.

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, APPROXIMATELY THE PERCENTAGE SHOWN. PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL PROCESS, PPAP, BEFORE PRODUCTION SHIFMENTS ARE MADE.

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PLEASE REFERENCE CLAUSES FOR RETURN ADDRESS INFORMATION

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1998 MODEL YEAR

REQUIREMENTS CONTRACT REVISION

> C40 PO/REV CLAUSES:

DISKS) ARE USED, SUCH ITEMS AND ANY COPIES BELONG SOLELY TO BUYER AND RETURNED WITHIN 30 DAYS. BUYER'S PORTABLE MATH DATA MEDIA BE USED OR STORED ON SELLER'S LIBRARIES. CASSETTES, IF PORTABLE MATH DATA MEDIA (MAGNETIC TAPES,

BUYER DEVELOPED PROPRIETARY PRODUCTIVITY TOOLS (SUCH AS UG/GRIP

COPIES OF BUYER'S PROPRIETARY PRODUCTIVITY USER FUNCTIONS, UNIX SCRIPTS, ETC.), PROVIDED FOR USE IN CONNECTION WITH THIS ORDER, SHALL NOT BE UTILIZED BY SELLER FOR ANY PURPOSE(S) TOOLS ARE TO BE DESTROYED OR RETURNED TO BUYER UPON REQUEST OTHER THAN THIS ORDER. ALL COMPLETION OF THIS ORDER.

CLAUSE C95 - SERVICE REQUIREMENTS: C95

MAINTAINING TOOLS TO DRAWING SPECIFICATIONS AND PROVIDING, WHEN TOOLING MUST BE MAINTAINED UNTIL SELLER RECEIVES WRITTEN NOTICE FROM A GM BUYER AUTHORIZING THE MOVEMENT OR SCRAP OF TOOLS. SCHEDULED. ANY FUTURE SERVICE REQUIREMENTS FOR CONTRACTED PART SELLER IS RESPONSIBLE FOR IN ACCEPTING A PRODUCTION CONTRACT

COMPLY WITH ALL APPLICABLE LAWS, REGULATIONS AND RELATED LEGAL REPORTING OBLIGATIONS IN THE COUNTRY(IES) OF DESTINATION. SELLER AGREES TO PROVIDE ALL DOCUMENTATION AND/OR ELECTRONIC TRANSACTION FOR BUYER TO AGREES TO PROVIDE ALL INFORMATION NECESSARY SELLER

FAX INFORMATION:

VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, APPROXIMATELY THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED LIEMS FOR THE MODEL YEAR SHOWN.
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AUTOMOTIVE COMPONENTS GROUP WORLDWIDE

GENERAL MOTORS CORPORATION PLEASE REFERENCE CLAUSES FOR RETURN ADDRESS INFORMATION

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1998 MODEL YEAR

## REQUIRÉMENTS CONTRACT REVISION

CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AN PROGRAM DUTY AVOIDANCE(S) AND/OR REFUND BENEFITS, WHERE RELATED OBLIGATIONS, TO OBTAIN ALL TARIFF RECORDS TO ALLOW BUYER TO MEET CUSTOMS APPLICABLE C95 PO/REV CLAUSES:

SELLER AGREES TO COMPLY WITH THE AUTOMOTIVE INDUSTRY ACTION GROUP'S (AIAG) DOCUMENT AND EDI PROTOCOL AND STANDARDS IN THEIR SUPPLIER INFORMATION KIT FOR US, CANADA, AND MEXICO IMPORTS.

INFORMATION REQUIRED TO MEET LEGAL REPORTING OBLIGATIONS, INCLUDING WITHOUT LIMITATION, ANY FINES, PENALTIES, FORFEITURES, OR COUNSE COMPLY WITH THESE REQUIREMENTS AND/OR TO SUPPLY BUYER WITH THE FEES INCURRED OR IMPOSED AS A RESULT OF ACTIONS TAKEN BY AND TO INDEMNIFY BUYER AGAINST RESPONSIBILITY ARISING FROM IMPORTING COUNTRY'S GOVERNMENT TO ASSUME SELLER AGREES

.. PREMIUM FREIGHT CLAUSE

BUYER'S REQUIREMENTS AND BUYER REQUIRES A MORE EXPEDITIOUS METHOD OF TRANSPORTATION FOR THE GOODS THAN THE TRANSPORTATION METHOD S ACTS OR OMISSIONS RESULT IN SELLER'S FAILURE TO MEET

ORIGINALLY SPECIFIED BY BUYER, SELLER SHALL SHIP THE GOODS AS

TAX INFORMATION

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Exhibit A